

KINDRED HEALTHCARE, INC  
Form 8-K  
March 27, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 26, 2008**

**KINDRED HEALTHCARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-14057**  
(Commission File Number)  
  
**680 South Fourth Street**

**61-1323993**  
(IRS Employer  
Identification No.)

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**Louisville, Kentucky**

**(Address of principal executive offices)**

**40202-2412**

**(Zip Code)**

**Registrant's telephone number, including area code: (502) 596-7300**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 26, 2008, the Board of Directors of Kindred Healthcare, Inc. (the Company) approved an amendment (the Amendment) to Section 2.1 of the Company's amended and restated bylaws.

The Amendment reduces the size of the Board of Directors of the Company from nine members to eight members effective upon the previously announced resignation of Michael J. Embler from the Company's Board of Directors scheduled to occur on April 24, 2008.

A copy of the Company's Amended and Restated Bylaws reflecting the Amendment is attached hereto as Exhibit 3.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit 3.1 Amended and Restated Bylaws of Kindred Healthcare, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

Date: March 27, 2008

By: /s/ Richard A. Lechleiter  
Richard A. Lechleiter  
Executive Vice President and  
Chief Financial Officer